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17 | Attorneys for Defendants

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

REARDEN LLC et al.,  
Plaintiffs,

Case Nos. 4:17-cv-04006-JST  
4:17-cv-04191-JST

**REDACTED VERSION OF DOCUMENT  
SOUGHT TO BE SEALED**

**DECLARATION OF MIMI STEELE IN  
SUPPORT OF DEFENDANTS' MOTIONS  
FOR SUMMARY JUDGMENT ON  
CAUSAL NEXUS ISSUE**

Judge: Hon. Jon S. Tigar  
Date: To be set  
Time: To be set  
  
Ctrm.: 6 (2nd Floor)

1 I, Mimi Steele, hereby declare:

2       1. I am a Vice President, Visual Effects at Walt Disney Pictures Productions, LLC  
3 ("WDPP"). The facts stated in this Declaration are based upon my personal knowledge, my  
4 review of the books and records of WDPP, or information provided to me in my capacity as Vice  
5 President, Visual Effects at WDPP and, if called to testify, I could and would competently testify  
6 thereto.

7       2. An affiliate of WDPP produced *Beauty and the Beast*, which was released by Walt Disney  
8 Pictures. On behalf of WDPP, I consulted on the visual effects used in connection with *Beauty*  
9 and the *Beast*. WDPP did not produce *Beauty and the Beast*, and I was not the general visual  
10 effects supervisor for *Beauty and the Beast*. One of my core responsibilities was to identify talent  
11 to serve as the visual effects producer for the motion picture and to work with them to set a budget  
12 for visual effects. The person selected was Steve Gaub, an independent contractor hired by the  
13 WDPP affiliate that produced *Beauty and the Beast*. Mr. Gaub worked with visual effects vendors  
14 to schedule and budget for visual effects in connection with *Beauty and the Beast*.

15       3. I suggested that Mr. Gaub consider Digital Domain 3.0, Inc. ("DD3") as a visual effects  
16 vendor for *Beauty and the Beast*. My reason for doing so was largely based on what I viewed as  
17 the impressive capabilities of DD3's proprietary software, Direct Drive. I had previously been  
18 shown a demo reel of DD3's Direct Drive technology and immediately saw its advantages: the  
19 technology could do a significant amount of the animation needed to transform the output of a  
20 facial capture, reducing the total amount of hand animation required. I viewed the initial step of  
21 facial capture as something that was interchangeable among various vendors—it was the  
22 capabilities of Direct Drive that I thought set DD3 apart.

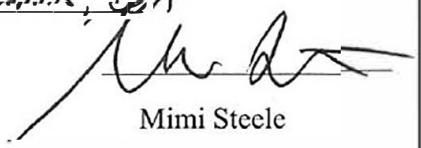
23       4. DD3 was hired to provide a range of visual effects services, including facial motion  
24 capture services for the Beast. Mr. Gaub and David Feinsilber, another independent contractor  
25 hired as the production manager for visual effects, worked with DD3. The first time I can recall  
26 seeing an animated version of the Beast, it was a grey-shaded model. I was later shown an  
27 animated version of the Beast that included fur. By adding the fur to the Beast's face, the facial  
28 expressions (especially nuanced expressions) were largely lost. The animators needed to go back

1 and exaggerate the Beast's expressions and further refine the model so that, for example, a smile  
2 would read correctly as a smile.

3       5. The total visual effects budget for *Beauty and the Beast* was approximately [REDACTED] million.  
4 DD3 was paid approximately [REDACTED] million for its visual effects work on the motion picture. I was  
5 able to locate one payment to DD3 of [REDACTED] described as for facial motion capture scanning, but  
6 was not able to locate any invoice from DD3 for use of the MOVA Contour system.

7       6. I declare under penalty of perjury that the foregoing is true and correct.

8 Executed this 27 day of Feb 2019 at Burbank, CA

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Mimi Steele